

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CIT Group/Commercial Services, Inc.		05/12/2000	CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	John Boyle & Company, Inc.		
Street Address:	1803 Salisbury Road		
City:	Statesville		
State/Country:	NORTH CAROLINA		
Postal Code:	28687		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2190788	COOL GLO	
Registration Number:	2190789	TRU-TARP	
Registration Number:	2195440	PYROTONE	
CORRESPONDENCE DATA			
Fax Number:	(704)444-1111		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	704 444 1000		
Email:	marie.poveromo@alston.com		
Correspondent Name:	Jason P. Cooper		
Address Line 1:	101 South Tryon Street, Suite 4000		
Address Line 2:	Bank of America Plaza		
Address Line 4:	Charlotte, NORTH CAROLINA 28280-4000		
NAME OF SUBMITTER:	Jason P. Cooper		
Signature:	/Jason P. Cooper/		

OP \$90.00 2190788

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TRADEMARK  
REEL: 003483 FRAME: 0442

Date:

02/19/2007

**Total Attachments: 7**

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UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF RHODE ISLAND

RECEIVED  
MAY 2 2000

IN RE:

CALIFORNIA WEBBING INDUSTRIES, INC.  
d/b/a ELIZABETH WEBBING MILLS,

Chapter 11  
BK No. 00-11116

Debtor.

**ORDER**

Made in Providence effective the 12<sup>th</sup> day of May, 2000, upon consideration of the Debtor's Emergency Motion for Order in Aid of Consummation of Sale of Unitex Division, good cause appearing therefore, and after good and adequate notice having been provided, and having heard counsel for the parties appearing, and reviewing matters of record, the Court makes the following Finding of Fact:

1. California Webbing Industries, Inc. d/b/a Elizabeth Webbing Mills Co., Inc., the Debtor herein, was the surviving corporation pursuant to that certain Agreement of Merger made December 16, 1998 between California Webbing Industries, Inc., a California corporation, and Elizabeth Webbing Mills Co., Inc., a Delaware corporation, such Agreement being endorsed and filed with the Secretary of State of the State of California on April 21, 1999 as reflected in the certified copy of the same filed with the instant motion.

2. On or about January 3, 1999, California Webbing Industries, Inc. entered into an Agreement of Merger with California Webbing Industries of Rhode Island, Inc., a Rhode Island corporation. The Agreement of Merger was filed with the Secretary of State of the State of California on August 30, 1999. However, as noted in the Affidavit of Edward D. Feldstein, the

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corporate secretary for California Webbing Industries, Inc., the Agreement of Merger was never consummated.

3. On April 25, 2000, this Court entered an Order approving the Debtor's Motion to sell its Unitex Division to John Boyle and Company, Inc. on an emergency basis, subject to any objections or counteroffer filed within seven (7) days following the service of the Notice of Sale. By Order of May 3, 2000, this Court entered an Order confirming the sale of the Debtor's Unitex Division to John Boyle and Company, Inc. as all objections were resolved by consent of the parties and no counteroffers were received by the Debtor.

4. As a condition of closing pursuant to the Asset Purchase Agreement between the Debtor and John Boyle and Company, Inc., dated April 20, 2000 ("Asset Purchase Agreement") the Debtor is required to provide a Certificate of Good Standing/Existence from the Secretary of State of the State of California. The Secretary of State of the State of California has advised the Debtor that it is unable to submit a Certificate of Good Standing/Existence in any name other than "California Webbing Industries of Rhode Island, Inc.," due to the Agreement of Merger which was filed in the office of the Secretary of State of the State of California on August 30, 1999.

5. If there is a delay in the closing on the sale of Assets to John Boyle and Company, Inc., the Debtor will incur substantial administrative expense and the value of the Assets will continue to decline.

6. The Debtor has represented to this Court and to the parties signing this Order that: (a) the purported merger of the Debtor and California Webbing Industries of Rhode Island, Inc. (the "Rhode Island Corporation") has never been consummated; (b) no assets of the Debtor have ever been transferred to the Rhode Island Corporation either in fact or by operation of law, as the

term "transfer" is defined in the Bankruptcy Code; and (c) the Rhode Island Corporation has never conducted business or acquired any assets.

BASED UPON THE FOREGOING FINDINGS OF FACT, the Court makes the following CONCLUSIONS OF LAW:

1. This Court has jurisdiction to determine the procedure for the sale of the Debtor's assets to John Boyle and Company pursuant to 28 U.S.C. §§157 and 1334, and 11 U.S.C. §105.
2. It is in the best interest of all interested parties that the sale of Assets proceed to closing and that this Order in Aid of Consummation of the Sale be entered.
3. The Debtor is entitled to an Order providing that a Certificate of Good Standing/Existence from the Secretary of State of the State of California in the name of "California Webbing Industries of Rhode Island, Inc.," shall have the same force and effect as a Certificate of Good Standing/Existence from the Secretary of the State of California in the name of "California Webbing Industries, Inc."

BASED UPON THE FOREGOING FINDINGS OF ACT AND CONCLUSIONS OF LAW, it is hereby

ORDERED, that the Debtor's Motion for Order in Aid of Consummation of Sale of Unitex Division to John Boyle and Company, Inc. on an emergency basis is hereby approved and allowed upon the following terms and conditions:

1. All assets of the Debtor's Unitex Division being sold to John Boyle and Company, Inc. pursuant to the Asset Purchase Agreement shall be deemed effectively transferred by the Debtor to John Boyle and Company, Inc., free and clear of all liens, claims and interest pursuant to 11 U.S.C. §363 as provided in the Court's Order of April 25, 2000 and in accordance with the terms of the Asset Purchase Agreement and all documents executed in connection therewith, despite the fact that the Secretary of State of the State of California will only issue a

Certificate of Good Standing/Existence in the name of "California Webbing Industries of Rhode Island, Inc."

2. The Certificate of Good Standing/Existence issued by the Secretary of State of the State of California in the name of "California Webbing Industries of Rhode Island, Inc." shall have the same force and effect as a Certificate of Good Standing issued in the name of "California Webbing Industries, Inc." for all purposes in connection with the consummation of the Debtor's sale of its Unitex Division to John Boyle and Company, Inc. as provided in that certain Asset Purchase Agreement, as amended, and by this Court's Orders of April 25, 2000 and May 3, 2000.

3. Neither the Agreement of Merger, nor any articles of merger with respect to the Debtor and the Rhode Island Corporation, nor the filing of said Agreement of Merger or any articles of merger in any jurisdiction, nor any other event with respect to the aborted merger, nor any provision of this Order shall have any effect whatsoever on the validity, enforceability, priority or extent of (a) the claims of any creditor (as defined in Bankruptcy Code) against the Debtor; (b) any security interest, assignment, mortgage, lien or other encumbrances securing said claims; (c) any such creditor's claims against any guarantor or other surety of any obligations of the Debtor to any such creditor; or (d) any security interest, assignment, mortgage, lien or other encumbrances securing said guaranty or suretyship obligations.

4. Nothing in this Order shall be construed to alter this Court's prior Orders with respect to the sale of the Debtor's Unitex Division, including the Order Granting the Debtor's Notice for Intended Sale of its Unitex Division, which Order was entered April 27, 2000.

5. The Debtor is hereby ordered and directed to commence (within 60 days from the date of this Order) an adversary proceeding in this Court or in some other court of competent

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jurisdiction against the California Secretary of State seeking a declaration and other appropriate relief to restore the good standing of the Debtor as a California corporation, *nunc pro tunc* to a time immediately before the Agreement of Merger and/or any articles of merger were filed with the California Secretary of State and to annul any purported merger *ab initio*. The Debtor shall give the CIT Group/Commercial Services, Inc. ("CIT") timely notice of all filings in said adversary proceeding and shall give CIT a reasonable opportunity to protect its interests with respect thereto. The Debtor shall not enter into any consent order or judgment therein without CIT's express written consent.

May 12, 2000.

ENTERED:

Arthur J. Totter

PER ORDER:

[Signature]

Entered on Docket: 5/16/00

Docket Number: 153

Consented to By:

S/ Jonathan D. Yellin  
Jonathan D. Yellin, Attorney for Creditor Committee

Paul A. Kohut  
Paul A. Kohut, Attorney for John Boyle & Company

S/ Thomas S. Hemmendinger  
Thomas S. Hemmendinger, Attorney for the  
CIT Group/Commercial Services, Inc.

Gary L. Donahue, US Trustee

Peter J. Farness, Attorney for Debtor

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May 12, 2000.

ENTERED:

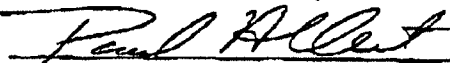
PER ORDER:

Entered on Docket: \_\_\_\_\_

Docket Number: \_\_\_\_\_

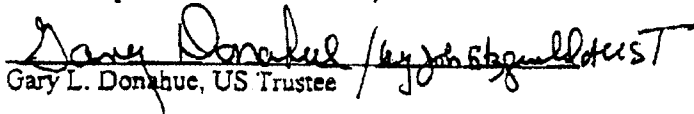
Consented to By:

Jonathan D. Yellin, Attorney for Creditor Committee



Paul A. Kohut, Attorney for John Boyle & Company

Thomas S. Hemmendinger, Attorney for the  
CIT Group/Commercial Services, Inc.



Gary L. Donahue, US Trustee

Peter J. Furness, Attorney for Debtor



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Creditor Equinox Investment Partners, LLC,  
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Aty Maaja, William C. 349 Warren Avenue, East Providence, RI 02914  
Aty McCarty, Christopher J. McGovern Noel & Benik, One BankBoston Plaza, Providence, RI 02903  
Aty McGowan, Matthew J. Salter McGowan Sylvia & Leonard, 321 South Main Street, Providence, RI 02903  
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